

BOARD OF DIRECTORS MEETING

DECEMBER 14, 1999

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CONFIDENTIAL

Agenda

EC004388367

K. L. Lay, Chairman

R. A. Belfer ✓
N. P. Blake, Jr. ✓
R. C. Chan ✓
J. H. Duncan ✓
J. H. Foy ✓
W. L. Gramm ✓
K. L. Harrison ✓
R. K. Jaedicke ✓
C. A. LeMaistre ✓

*Derrick
Sutton*

R.P. Mark-Jusbasche ✓
J. Mendelsohn ✓
J. J. Meyer ✓
P.V. Ferraz Pereira ✓
F. Savage ✓
J. K. Skilling ✓
J. A. Urquhart ✓
J. Wakeham ✓
H. S. Winokur, Jr. ✓

**AGENDA
MEETING OF THE BOARD OF DIRECTORS
ENRON CORP.**

**8:00 A.M., December 14, 1999
Boardroom, Enron Building
Houston, Texas**

8:03

EXECUTIVE SESSION:

1. Approve minutes of meetings of the Board of Directors held on September 17 and October 11-12, 1999 – Mr. Lay *Joe Gramm*
2. Report on Executive Committee meeting held on October 20, 1999 and Approve minutes of Executive Committee meetings held on September 3, 14, and 24, 1999 – Mr. Duncan *Duncan Joe*
3. Report on Compensation and Management Development Committee meeting held on December 13, 1999 – Dr. LeMaistre *Le M. Blake*
 - ✓(a) Compensation and Management Development Committee Agenda included for information purposes only
 - ✓(b) Approve amendment to the 1991 Stock Plan to provide clarification of grant limits as a result of the Company's stock split and change references to "Management Committee" to "Executive Committee" of the Company
 - ✓(c) Approve amendment to the 1994 Stock Plan to provide clarification of grant limits as a result of the Company's stock split
4. Report on Audit and Compliance Committee meeting held on December 13, 1999 – Dr. Jaedicke

Audit and Compliance Committee Agenda included for information purposes only

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